

RECORDATION NO. 25617-8 **FEB**

SEP 15 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

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September 15, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease; Termination of Security Interest in Cars, dated as of September 11, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25617.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC  
Suite 750, South Tower  
1355 Peachtree Street  
Atlanta, GA 30308

Secured Party/  
Assignee: The CIT Group/Equipment Financing, Inc.  
30 South Wacker, Suite 3000  
Chicago, IL 60606

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

35 flat cars: GADX 106 - GADX 138, GADX 140 and NJRC 8999  
(previously marked within the series NJRC 8806 - NJRC 9000 as more particularly set forth in the equipment schedule attached to the document).

A short summary of the document to appear in the index is:

Termination of Lease; Termination of Security Interest in Cars.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

SEP 15 '08

-9 00 AM

Termination of Lease;  
Termination of Security Interest in Cars

SURFACE TRANSPORTATION BOARD

1. By this instrument, Infinity Rail, LLC, a Georgia limited liability company ("IR"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation ("CIT"), show for the public record that (i) the Lease that is described in Table 1 below and that is the subject of the memoranda listed in Table 1 below, is no longer in effect, and (ii) to the extent (but only to the extent) related to the railroad cars described in Schedule 1 attached hereto (the "Released Rail Cars") (which cars were subject to the Lease), for value received, CIT releases and terminates its rights and interests, including any security interest and other rights and interests in the Released Rail Cars pursuant to the memoranda listed in Table 1 below and the agreements referenced therein:

Table 1		
Description of document	Date and time of filing with STB	STB recordation number
"Lease" means the lease between IR as lessor and the below-named lessee parties as lessee (relating to 35 container flat cars then bearing the reporting mark "NJRC" and road numbers in the range 8806 - 9000), pursuant to the following documents, which documents are described here as they appear on their face, it being understood that the lessor party is now IR, IR having purchased the Cars and the lessor's interest in the Lease from the original lessor party, Tealinc, Ltd.): Schedule No. NJR001 dated as of September 24, 2004 (which incorporates the provisions of the Master Railcar Service and Lease Agreement (No. 020104) dated as of September 24, 2004) between Tealinc, Ltd., as original lessor party, and New Jersey Transloading, LLC and Liberty Waste Services, LLC, as lessee.	N/A	N/A
Memorandum of Railcar Lease Agreement, dated as of September 24, 2004, executed by Tealinc, Ltd., as lessor, and New Jersey Transloading, LLC and Liberty Waste Services, LLC, as lessee	6/8/2005 10:35 a.m.	25617
Memorandum of Assignment of Lease, dated as of September 24, 2004, executed by Tealinc, Ltd., as former lessor/assignee, and IR, as successor lessor/assignee	6/8/2005 10:37 a.m.	25617-A
Security Agreement dated as of June 7, 2005, between IR, as debtor, and CIT, as secured party, as amended to date	N/A	N/A
Memorandum of Security Agreement, dated as of June 8, 2005, executed by IR, as debtor/assignor, and CIT, as secured party / assignee	6/9/2005 9:46 a.m.	25617-B
Memorandum of Security Agreement, dated as of June 8, 2005, executed by IR, as debtor/assignor, and CIT, as secured party / assignee	6/9/2005 10:01 a.m.	25617-C

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Debtor / Assignor) 1355 Peachtree Street Suite 750, South Tower Atlanta, Georgia 30309	The CIT Group/Equipment Financing, Inc. (Secured Party / Assignee) 30 South Wacker, Suite 3000 Chicago, Illinois 60606 Attention: Rail Resources, Vice President - Credit
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3. This instrument may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of September 11, 2008.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: Jeffrey E. Edelman

Jeffrey E. Edelman, Vice President

State of Georgia; County of Fulton

On September 11, 2008, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Stephanie Cassamas

Notary Public

My commission expires:

[NOTARIAL SEAL]

**Notary Public, DeKalb County, Georgia**  
**My Commission Expires Aug. 2, 2009**

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard A. Rossi

Name: Richard A. Rossi

Title: Senior Director

State of Illinois; County of Cook

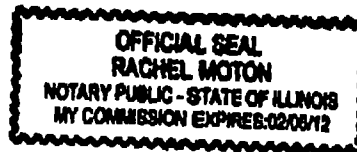
On September 10, <sup>2008</sup>~~2007~~, personally appeared before me Richard A. Rossi, to me personally known, who being by me duly sworn, said that he is Senior Director of The CIT Group/Equipment Financing, Inc., that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of such corporation.

Rachel Moton

Notary Public

My commission expires:

[NOTARIAL SEAL]



**Schedule 1**  
to Termination of Lease; Termination of Security Interest in Cars

**Description of Released Rail Cars:**

Description of Cars:

89-foot, 70-ton nominal capacity container flat cars

Quantity:

thirty-five (35)

Reporting marks and road numbers:

Count	Former mark	Former number	Later former mark	Later former number	Current mark	Current number
1	KCS	8806	NJRC	8806	GADX	106
2	KCS	8814	NJRC	8814	GADX	107
3	KCS	8821	NJRC	8821	GADX	108
4	KCS	8822	NJRC	8822	GADX	109
5	KCS	8833	NJRC	8833	GADX	110
6	KCS	8839	NJRC	8839	GADX	111
7	KCS	8842	NJRC	8842	GADX	112
8	KCS	8852	NJRC	8852	GADX	113
9	KCS	8858	NJRC	8858	GADX	114
10	KCS	8860	NJRC	8860	GADX	115
11	KCS	8869	NJRC	8869	GADX	116
12	KCS	8870	NJRC	8870	GADX	117
13	KCS	8871	NJRC	8871	GADX	118
14	KCS	8875	NJRC	8875	GADX	119
15	KCS	8889	NJRC	8889	GADX	120
16	KCS	8904	NJRC	8904	GADX	121
17	KCS	8906	NJRC	8906	GADX	122
18	KCS	8907	NJRC	8907	GADX	123
19	KCS	8922	NJRC	8922	GADX	124
20	KCS	8925	NJRC	8925	GADX	125
21	KCS	8942	NJRC	8942	GADX	126
22	KCS	8945	NJRC	8945	GADX	127
23	KCS	8955	NJRC	8955	GADX	128
24	KCS	8958	NJRC	8958	GADX	129
25	KCS	8968	NJRC	8968	GADX	130
26	KCS	8969	NJRC	8969	GADX	131
27	KCS	8977	NJRC	8977	GADX	132
28	KCS	8978	NJRC	8978	GADX	133
29	KCS	8982	NJRC	8982	GADX	134
30	KCS	8983	NJRC	8983	GADX	135
31	KCS	8987	NJRC	8987	GADX	136
32	KCS	8988	NJRC	8988	GADX	137
33	KCS	8997	NJRC	8997	GADX	138
34	KCS	8999	NJRC	8999	NJRC	8999
35	KCS	9000	NJRC	9000	GADX	140

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/15/08



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Robert W. Alvord